

TERMINATION OF AGREEMENTS NO. 2

THIS TERMINATION OF AGREEMENTS NO. 2, made this 7th day of June, 1994, by and among State Street Bank and Trust Company (successor to The Connecticut Bank and Trust Company as trustee; "Trustee"), Mellon Bank (East) N.A. (successor to Girard Bank as security trustee; "Security Trustee") and Burlington Northern Railroad Company, a Delaware corporation ("BNRC").

WHEREAS, Trustee and BNRC are parties to that certain Equipment Lease, dated as of March 15, 1979 (as it may have been supplemented and amended, the "Lease") and Trustee and Security Trustee are parties to that certain Security Agreement-Trust Deed, dated as of March 15, 1979 (as it may have been supplemented and amended, the "Security Agreement") (the Lease and the Security Agreement together, the "Agreements"); and

WHEREAS, the Agreements were duly filed for recordation with the Interstate Commerce Commission (the "ICC") pursuant to 49 U.S.C. Section 11303, on May 10, 1979, at 12:25 p.m. and given Recordation Numbers 10359 and 10360, respectively; and

WHEREAS, Trustee, Security Trustee and BNRC desire to terminate and cancel each of the Agreements with respect to the equipment described therein and to record such termination and cancellation with the ICC;

NOW THEREFORE, in consideration of the premises and other good and valuable consideration, the receipt of which is acknowledged, Trustee, Security Trustee and BNRC, intending to be legally bound, agree as follows.

1. Trustee and BNRC hereby terminate and cancel the Lease, and Trustee and Security Trustee hereby terminate and cancel the Security Agreement effective June 7, 1994, with respect to all the equipment described in each such agreement (hereinafter, the "Terminated Equipment"), and Trustee, Security Trustee and BNRC hereby agree that no rights, duties or liabilities under either of the Agreements with respect to such Terminated Equipment shall survive the termination and cancellation of the Agreements, except with respect to acts, events, or omissions occurring on or prior to the date hereof.

2. The parties agree to record this Termination of Agreements No. 2 with the ICC so as to release any lien against the Terminated Equipment created by or arising out of either of the Agreements.

3. This Termination of Agreements No. 2 may be executed in any number of counterparts, each executed counterpart

constituting an original but all together only one Termination of Agreements No. 2.

IN WITNESS WHEREOF, Trustee, Security Trustee and BNRC have caused this Termination of Agreements No. 2 to be executed, as of the day and year first above written.

STATE STREET BANK AND TRUST COMPANY

By: 
Name: Virginia Glunt
Title: Assistant Vice President

MELLON BANK (EAST) N.A.

By: _____
Name: _____
Title: _____

BURLINGTON NORTHERN RAILROAD
COMPANY

By: _____
Name: Robert F. McKenney
Title: Senior Vice President and
Treasurer

State of CONNECTICUT }
County of HARTFORD }

On this, the 21st day of July, 1994, before me, a Notary Public in and for said County and State, personally appeared Virginia Glunt, the Assistant Vice President of State Street Bank and Trust Company, who acknowledged herself to be a duly authorized officer of State Street Bank and Trust Company, and that, as such officer, being authorized to do so, she executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.


Name: CHRISTINA VAN RYZIN

Notary Public

My Commission Expires: _____

Residing in: _____ CHRISTINA VAN RYZIN

NOTARY PUBLIC

HARTFORD CONNECTICUT MY COMMISSION EXPIRES NOV. 30, 1998


constituting an original but all together only one Termination of Agreements No. 2.

IN WITNESS WHEREOF, Trustee, Security Trustee and BNRC have caused this Termination of Agreements No. 2 to be executed, as of the day and year first above written.

STATE STREET BANK AND TRUST COMPANY

By: _____
Name: Virginia Glunt
Title: Assistant Vice President

MELLON BANK (EAST) N.A.

By: 
Name: J. R. McWahon
Title: Assistant Vice President

BURLINGTON NORTHERN RAILROAD
COMPANY

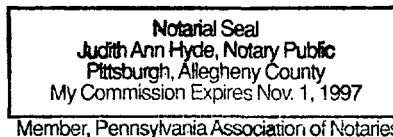
By: _____
Name: Robert F. McKenney
Title: Senior Vice President and
Treasurer

State of Pennsylvania)
County of Allegheny)

On this, the 18th day of October, 1994, before me, a Notary Public in and for said County and State, personally appeared J.R. McMahon, the Assistant Vice President of Mellon Bank (East) N.A., who acknowledged himself/herself to be a duly authorized officer of Mellon Bank (East) N.A., and that, as such officer, being authorized to do so, he/she executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: Judith A. Hyde
Notary Public
My Commission Expires: 11/1/97
Residing in: Pittsburgh



constituting an original but all together only one Termination of Agreements No. 2.

IN WITNESS WHEREOF, Trustee, Security Trustee and BNRC have caused this Termination of Agreements No. 2 to be executed, as of the day and year first above written.


STATE STREET BANK AND TRUST COMPANY

By: _____
Name: Virginia Glunt
Title: Assistant Vice President

MELLON BANK (EAST) N.A.

By: _____
Name: _____
Title: _____

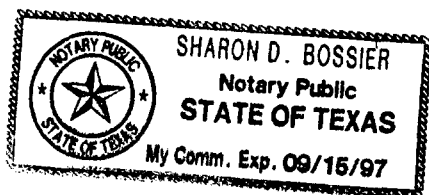
BURLINGTON NORTHERN RAILROAD
COMPANY

By:  _____
Name: Robert F. McKenney
Title: Senior Vice President and
Treasurer

State of Texas }
County of Tarrant }

On this, the 15th day of September, 1994, before me, a Notary Public in and for said County and State, personally appeared Robert F. McKenney, the Senior Vice President and Treasurer of Burlington Northern Railroad Company, who acknowledged himself to be a duly authorized officer of Burlington Northern Railroad Company, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.



Sharon D. Bossier
Name: _____
Notary Public
My Commission Expires: _____
Residing in: Benbrook, Texas